

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

|   |   |                                      |
|---|---|--------------------------------------|
| In re:  | ) | Chapter 11                           |
|   | ) |                                      |
| W. R. GRACE & CO., <i>et al.</i> , <sup>1</sup> | ) | Case No. 01-01139 (JKF)              |
|   | ) | Jointly Administered                 |
| Debtors.  | ) |                                      |
|   | ) | <b>Re: Docket No. 20204</b>          |
|   | ) | <b>12/15/2008 Agenda Item No. 12</b> |

**CERTIFICATE OF COUNSEL RE FIRST AMENDED CASE MANAGEMENT ORDER  
RELATED TO THE FIRST AMENDED JOINT PLAN OF REORGANIZATION**

1. On December 5, 2008, the Court entered the Initial Case Management Order Related to the First Amended Joint Plan of Reorganization (Docket No. 20204) (the “Initial CMO”) which addresses the deadlines and hearings with respect to confirmation of the First Amended Joint Plan of Reorganization, as amended (the “Plan”), jointly submitted by the Debtors together with the Official Committee of Asbestos Personal Injury Claimants, the Official Committee of Equity Security Holders, and the Asbestos PI Future Claimants’ Representative (collectively the “Plan Proponents”).

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<sup>1</sup> The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co. Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food ‘N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., GC Limited Partners I, Inc., (f/k/a Grace Cocoa Limited Partners I, Inc.), GC Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc. GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation., W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (F/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

2. Certain of the Debtors' Insurers filed objections to the Initial CMO (Docket No. 20188) and the Court heard arguments of counsel with respect to the Initial CMO at the December 15, 2008 Omnibus Hearing and at a further telephonic hearing on December 17, 2008.

3. As a result of those objections and the arguments of counsel at the hearings, the Court directed that an amended CMO be prepared that reflects certain amendments to the Initial CMO.

4. On Monday, December 22, 2008, the Debtors circulated to all interested parties, an amended CMO which the Debtors' believe accurately reflects the Court's rulings and asked such parties to provide the Debtors with comments to the amended CMO by no later than noon on December 23, 2008. The Debtors also circulated a black-line of the amended CMO as compared to the Initial CMO. No parties had any comments or changes to the amended CMO.

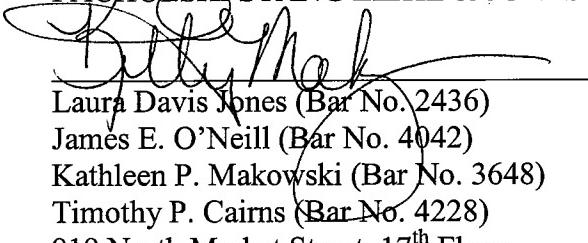
5. The amended CMO attached hereto as Exhibit A accurately reflects the rulings of the Court and is agreeable to all parties in interest. The Debtors attach as Exhibit B a blackline of the amended CMO which compares it to the Initial CMO.

6. The Debtors request entry of the attached amended CMO.

KIRKLAND & ELLIS LLP  
David M. Bernick, P.C.  
Janet S. Baer  
200 East Randolph Drive  
Chicago, Illinois 60601  
(312) 861-2000

and

PACHULSKI STANG ZIEHL & JONES LLP

  
Laura Davis Jones (Bar No. 2436)  
James E. O'Neill (Bar No. 4042)  
Kathleen P. Makowski (Bar No. 3648)  
Timothy P. Cairns (Bar No. 4228)  
919 North Market Street, 17<sup>th</sup> Floor  
P.O. Box 8705  
Wilmington, Delaware 19899-8705  
(Courier 19801)  
Telephone: (302) 652-4100  
Facsimile: (302) 652-4400